

**Regular annual general meeting
of Nemetschek SE on May 20, 2025**

Report of the executive board regarding Agenda Item 8 (Resolution on the cancellation of Authorized Capital 2021 and the creation of a new Authorized Capital 2025/I with the option to exclude the shareholders' right of subscription as well as on the corresponding amendment of the Articles)

With regard to Agenda Item 8 of the annual general meeting on May 20, 2025, the executive board and supervisory board propose to cancel Authorized Capital 2021 and create a new authorized capital (Authorized Capital 2025/I).

Pursuant to § 203 (2) Sentence 2 of the German Stock Corporation Act (Aktiengesetz – AktG) in conjunction with § 186 (4) Sentence 2 AktG, in connection with Agenda Item 8, the executive board herewith reports on the reasons for the authorization to exclude the shareholders' right of subscription when new shares are issued.

With the resolution of the annual general meeting of the Company under Agenda Item 8 on May 12, 2021, with the consent of the supervisory board, the executive board was permitted to increase the Company's share capital once or repeatedly, up to (and including) May 11, 2026 by issuing up to 11,550,000 new, no-par value bearer shares in return for cash contributions and/or contributions in kind up to a total of EUR 11,550,000 (Authorized Capital 2021).

This authorization has not been exercised to date. However, Authorized Capital 2021 would expire as of the end of May 11, 2026 and thus in all likelihood prior to the regular annual general meeting planned for May 21, 2026. In order to put the Company in a position to make flexible and short-term use of financing options, without interruptions in terms of time, so that it can seize business opportunities and strengthen equity basis, Authorized Capital 2021 is to be cancelled and a new authorized capital (Authorized Capital 2025/I) is to be created.

The new authorized capital under Agenda Item 8 lit. b) proposed to the annual general meeting on May 20, 2025 is to permit the executive board to increase the Company's share capital once or repeatedly, during the period up to (and including) May 19, 2030, by issuing up to 11,550,000 new, no-par value bearer shares in return for cash contributions and/or contributions in kind up to a total of EUR 11,550,000 ("**Authorized Capital 2025/I**").

In the case of utilization of Authorized Capital 2025/I for the issue of shares in return for cash contributions, shareholders are generally entitled to a right of subscription (§ 203 (1) Sentence 1 AktG in conjunction with § 186 (1) AktG), whereby an indirect right of subscription within the context of § 186 (5) is sufficient. The issue of shares subject to the granting of such indirect right of subscription is not deemed to be an exclusion of the right of subscription. Ultimately, shareholders are granted the same rights of subscription as in the case of direct subscription. For procedural reasons, only one or more financial institutions are involved in the process.

Nevertheless, with the consent of the supervisory board, the executive board is to be authorized to exclude the shareholders' right of subscription in certain cases.

However, with the consent of the supervisory board, the executive board is to be able to exclude the right of subscription for fractional amounts.

- a) This exclusion of the right of subscription aims to facilitate carrying out an issue with a fundamental right of subscription for shareholders because, as a result, it enables a technically feasible subscription ratio. As a rule, the value of the fractional amounts per shareholder is low, and for this reason the possible dilution effect is also deemed low. In view of this, the expense for the issue without such exclusion is considerably higher. The exclusion therefore serves to make implementing an issue easier and more practicable. The new shares excluded from the shareholders' right of subscription as free fractional shares will either be sold on the stock exchange or otherwise maximally utilized for the benefit of the Company. For these reasons, the executive board and supervisory board consider the exclusion of the right of subscription to be objectively justified and, upon weighing the interests of the shareholders, also appropriate.
- b) Moreover, in the case of capital increases in return for cash, the right of subscription can be excluded if the shares are issued at an amount which is not significantly below the stock exchange price of the Company and such capital increase does not exceed a total of 10% of the share capital (simplified exclusion of the right of subscription according to § 203 (1) and (2) AktG in conjunction with § 186 (3) Sentence 4 AktG). The authorization puts the Company in a position to react quickly and flexibly to favorable capital market situations as they arise and makes it possible to also place shares at very short notice, i.e. without the requirement of an offer to subscribe of at least two weeks' duration. The exclusion of the right of subscription enables very fast action and placement close to the stock exchange price, i.e. without the discount that is usual in the case of subscription issuances. This creates the basis for achieving the highest possible sales price and the greatest possible strengthening of the Company's own resources. The authorization for the simplified exclusion of the right of subscription is objectively justified, not least of all by the fact that it is frequently possible to generate a higher inflow of funds.

Such capital increase is not permitted to exceed 10% of the share capital at the point in time that the authorization becomes effective or at the point in time that it is exercised. In addition, the resolution proposal provides for a consideration clause. The sale of treasury shares counts toward the maximum 10% of the share capital to which this exclusion of the right of subscription applies, provided that this occurs during the term of this authorization resulting from an authorization pursuant to § 71 (1) No. 8 Sentence 5 second half of sentence AktG in conjunction with § 186 (3) Sentence 4 AktG under exclusion of the right of subscription. Furthermore, shares are to be considered which may or must be issued in order to service bonds carrying conversion or option rights and/or conversion or option obligations, if these bonds are, pursuant to § 221 (4) Sentence 2 AktG in conjunction with § 186 (3) Sentence 4 AktG, issued during the term of Authorized Capital 2025/I under exclusion of the shareholders' right of subscription. In addition, shares are also to be considered which are issued during the term of Authorized Capital 2025/I from other authorized capital in accordance with § 203 (2) Sentence 1 AktG in conjunction with § 186 (3) Sentence 4 AktG or on the basis of other capital measures by analogous application of § 186 (3) Sentence 4 AktG.

The simplified exclusion of the right of subscriptions peremptorily presupposes that the issue price of the new shares is not significantly lower than the stock exchange price. A potential discount from the current stock exchange price or a volume weighted stock exchange price during a reasonable number of trading days prior to the final determination of the issue price is, subject to special circumstances of the individual case in question, not expected to exceed approximately 5% of the corresponding stock exchange price. This also takes into account the shareholders' need for protection against a dilution of the value of their investment. As a result of this specification of the issue price that is close to the stock exchange price, it is ensured that the value which a right of subscription to the new shares would have is very low. The shareholders have the option to maintain their relative investment by means of a purchase via the stock exchange.

- c) Moreover, it is possible to exclude the right of subscription in the case of capital increases through contributions in kind. The company is to be able to continue to respond within the scope of business combinations or for the purpose of (also indirectly) acquiring enterprises, operations, parts of enterprises, interests in enterprises or other assets or claims to the acquisition of assets, including claims against the Company or its Group companies or to offers or acquisitions and/or mergers, in order to advance its further expansion as well as to increase profitability and corporate value. In addition, the exclusion of the right of subscription is to serve the purpose of servicing financial instruments which are issued by way of contributions in kind.

Practice has shown that shareholders of attractive acquisition objects in part have a strong interest in acquiring no-par value shares of the company as consideration – e.g. in order to maintain a certain influence on the object of the contribution in kind. The possibility of providing consideration not only in cash but also in shares or only in shares is also advantageous from the perspective of an optimal financial position as the extent to which new shares can be used as acquisition currency conserves the Company's liquidity, avoids debt financing and allows the seller and/or sellers to participate in future price opportunities. This leads to an improved competitive position for the Company in case of acquisitions.

The option of using shares of the Company as acquisition currency thus provides the Company with the necessary room to maneuver in order to seize such acquisition opportunities quickly and flexibly, and puts the Company in a position that allows it to acquire even larger objects in exchange for shares. In the case of assets as well, it should be possible to acquire them in return for shares. In either case, it must be possible to exclude the shareholders' right of subscription. Because such acquisitions frequently need to be carried out at short notice, it is important that they not only be resolved on as a rule by the annual general meeting just once a year. This requires authorized capital with the option of excluding the right of subscription, which the executive board can access quickly with the consent of the supervisory board.

This applies correspondingly for the servicing of conversion or option rights and/or conversion or option obligations arising from bonds which are likewise issued for the purpose of acquiring enterprises, parts of enterprises or interests in enterprises or other assets on the basis of the authorization under Agenda Item 9 of the annual general meeting of May 20, 2025, under exclusion of the shareholders' right of subscription. The issue of new shares is carried out in exchange for contributions in kind, either in the form of the

bond to be contributed or in the form of the contribution in kind made for the bond. This leads to an increase in the Company's flexibility in the case of servicing conversion or option rights and/or conversion or option obligations. The offer of bonds instead of or in addition to granting shares or cash can constitute an attractive alternative, which, as a result of its additional flexibility, increases the Company's competitive chances in the case of acquisitions. Shareholders are protected by the right of subscription to which they are entitled in the case of issue of bonds carrying conversion or option rights and/or conversion or option obligations. The cases in which the right of subscription for bonds carrying conversion or option rights and/or conversion or option obligations can be excluded are explained in the report of the executive board in connection with Agenda Item 9 of the annual general meeting of May 20, 2025.

If opportunities for the merger with other enterprises or for the acquisition of enterprises, operations, parts of enterprises, interests in enterprises or other assets become evident, the executive board will in any case carefully examine whether it should make use of the authorization to increase capital by means of granting new shares. In particular, this encompasses examining the valuation ratio between the Company and the acquired investment in the entity or other assets, and the determination of the issue price of the new shares and the further terms and conditions of the share issue. The executive board will only use authorized capital if it is convinced that the merger and/or acquisition of the enterprise, operation, part of an enterprise, interest in an enterprise or other asset in return for granting new shares is in the well-understood interests of the Company and its shareholders. The supervisory board will only grant its required consent if it likewise arrives at this conviction.

- d) Moreover, with the consent of the supervisory board, the executive board is to be able to exclude the right of subscription, insofar as it is required in order to grant a right of subscription to new shares to holders and/or creditors of convertible bonds, warrant bonds, profit participation rights and/or profit participating bonds (and/or combinations of these instruments) (hereinafter collectively referred to as "**bonds**"). In their terms and conditions of issuance, bonds carrying conversion or option rights and/or conversion or option obligations regularly provide for dilution protection, which grants holders and/or creditors a right of subscription to new shares in case of subsequent share issuances and other specific measures. They are thus placed in the same position as if they were already shareholders. In order to be able to add such dilution protection to bonds, it is necessary to exclude the shareholders' right of subscription to these shares. This serves to simplify placing the bonds and thus serves the interests of the shareholders in an optimum financial position of the Company. Furthermore, the exclusion of the right of subscription in favor of the holders and/or creditors of bonds has the advantage that, in the event of the exercise of the authorization, the option or conversion price for the holders and/or creditors of existing bonds does not need to be reduced in accordance with the respective terms and conditions of the bonds. This enables a higher inflow of funds and is therefore in the interest of the Company and its shareholders.
- e) Further, the right of subscription can be excluded in order to grant new shares against cash and/or non-cash contributions, including claims against the Company, to members of the executive board of the Company, members of the executive boards and management of affiliated Group companies of the Company within the context of § 18 AktG, as well as

employees of the Company or of Group companies (hereinafter respectively referred to as “**Eligible Participants**”) within the framework of agreed upon compensation and/or to fulfill obligations arising from management and employee participation programs, share matching plans, performance share programs, stock appreciation rights or other virtual stock or stock option programs, also involving an intermediary credit institution, securities institution or a company operating pursuant to § 53 (1) Sentence 1 or § 53b (1) Sentence 1 or (7) of the German law on banking (Kreditwesengesetz – KWG), if no other authorization for excluding the right of subscription is used. The new shares can also be used to repay loans on securities and, for this purpose, may be issued to a credit institution, securities institution or enterprise operating pursuant to § 53 (1) Sentence 1 or § 53b (1) Sentence 1 or (7) KWG if the loan on securities serves the purpose of procuring shares which are or were transferred to Eligible Participants for the purposes stated in the above Sentence 1 of this lit. e). Issuing shares to executives and/or employees promotes identification with the Company and is conducive to increasing the willingness to take on shared responsibility in the Company. Share-based remuneration also offers the opportunity to align the remuneration of executives and/or employees in suitable cases with sustainable company development. Within the scope permissible as a result of § 204 (3) Sentence 1 AktG, the opportunity is to be provided to cover the contribution to be made for new shares by that part of the net income for the year that the executive board could allocate to other revenue reserves in accordance with § 58 (2) AktG in conjunction with § 22 (3) of the Articles of the Company. This simplifies the process of issuing shares and reflects the fact that, in these cases, such issuance is compensatory in nature.

The proportional amount of the share capital attributable to shares which are issued subject to exercising the authorization in accordance with this lit. e) with exclusion of the right of subscription must not exceed a total of 5% of the share capital at the time that the authorization comes into effect as well as at the time that it is exercised. This restriction of 5% of the share capital is to include the proportional amount of the share capital that is attributable to shares that have been issued or transferred to Eligible Participants since the resolution on Authorized Capital 2025/I from authorized capital or contingent capital, or from treasury shares – also on the basis of a loan on securities – within the scope of the agreed upon compensation and/or for the fulfillment of obligations arising from management and employee participation programs, share matching plans, performance share programs, stock appreciation rights or other virtual stock or stock option programs. If, within the scope of this authorization, members of the executive board of the Company are to be granted shares, also on the basis of a loan on securities, it is the supervisory board of the Company that decides in accordance with the distribution of responsibilities under corporate law.⁰ This restriction extends beyond the applicable legal provisions. In this way, the impairment of shareholders is to be kept within narrow limits and shareholders are to be protected against a possible dilution of their shares in the case that new shares are issued – no matter whether from authorized capital or contingent capital.

- f) The right of subscription can ultimately be excluded for distribution of a dividend in kind, in the context of which shares of the Company (also in part and/or subject to selection) are issued against contribution of shareholders’ dividend claims.

As a result, the Company should be enabled to pay out a dividend in kind under optimum conditions. In the case of a dividend in kind, shareholders are offered the option of

contributing to the Company as a contribution in kind all or part of their entitlement to the dividend payment that arises with the resolution on the appropriation of profits by the annual general meeting in order to subscribe for shares in return. The payment of a dividend in kind can be made as an issue of a right of subscription, in particular in accordance with the provisions in § 186 (1) AktG (minimum subscription period of two weeks) and § 186 (2) AktG (announcement of the issue amount no later than three days before expiration of the subscription period). In individual cases, depending on the capital market situation, it may however be preferable to structure the payment of a dividend in kind in such a way that the executive board offers all shareholders that are entitled to the dividend in compliance with the general principle of equal treatment (§ 53a AktG) the option of subscribing for new shares in return for contributing their claim to a dividend, and while it thereby grants shareholders a right of subscription economically, it legally excludes the shareholders' right of subscription to new shares altogether.

Such exclusion of the right of subscription makes it possible to pay out the dividend in kind without the above limitations in § 186 (1) und (2) AktG and thus enables more flexible terms and conditions. In view of the fact that the new shares are offered to all shareholders and any excess dividend amounts are settled by cash payment of the dividend, an exclusion of the right of subscription in such a case appears to be justified and appropriate.

According to this authorization, the issue of new shares subject to the exclusion of the right of subscription is only permissible if the total of the new shares, together with shares that are issued or transferred by the Company during the term of this authorization under another authorization subject to the exclusion of the right of subscription of shareholders, or shares to be issued due to a convertible bond or warrant bond issued during the term of this authorization based on the use of another authorization subject to the exclusion of the right of subscription, does not exceed 10% of the Company's share capital, both at the time this authorization becomes effective and, if this amount is lower, at the time the authorization is exercised.0} This restriction extends beyond the applicable legal provisions. In this way, the impairment of shareholders is to be kept within narrow limits and shareholders are to be protected against a possible dilution of their shares in the case that new shares are issued – no matter whether from authorized capital or contingent capital.

Currently there are no plans to make use of Authorized Capital 2025/I. The executive board will in each case carefully examine whether the utilization of the authorization is in the best interests of the Company and its shareholders; for this, it will also examine in particular whether exclusion of the shareholders' right of subscription is objectively justified.

Inasmuch as the executive board utilizes one of the aforementioned authorizations to exclude the right of subscription within the scope of a capital increase from Authorized Capital 2025/I during a financial year, it will report on this in the next annual general meeting.

Munich, in April 2025



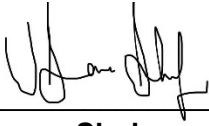
Yves Padrines

Chair of the Executive Board, CEO



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